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8 CITIBANK (SOUTH DAKOTA), N.A.

**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

DECLARATION OF DEBORAH L. THOMPSON

I, Deborah L. Thompson, declare as follows:

3 1. I am an employee of Citibank, N.A., an affiliate of Citibank (South
4 Dakota), N.A. ("Citibank"), a national bank located in Sioux Falls, South Dakota. I
5 have been employed by Citibank, N.A. or its affiliates in different capacities for
6 approximately 16 years. My current responsibilities include, among other things, the
7 preparation of affidavits and declarations in connection with litigation involving
8 Citibank, and I am authorized to provide this Declaration for Citibank. The facts set
9 forth herein are true of my own personal knowledge, except where based upon
10 information provided by persons working under my direction and supervision, and if
11 called as a witness, I could and would competently testify to such facts.

12 2. In connection with the settlement in the above action, as reflected in the
13 Settlement Agreement between Citibank and plaintiff Laura Hoffman (“Plaintiff”), I
14 am, and have been, involved in identifying and selecting potential recipients of the
15 Cy Pres Fund (as defined in the Settlement Agreement). Citibank has designated the
16 following proposed recipients: (1) Junior Achievement of North Florida; (2) Junior
17 Achievement of Middle America, Inc.; (3) Tennessee 4-H Club Foundation Inc.; (4)
18 The Tom Coughlin Jay Fund Foundation; and (5) South Dakota Financial Literacy
19 Partnership.

20 3. The Settlement Agreement requires that any potential recipient of the
21 Cy Pres Fund use any received funds for education or other charitable purposes, and
22 not for advocacy or religious purposes. In selecting the proposed Cy Pres recipients,
23 Citibank sought to identify recipients that could be designated in accordance with
24 these requirements.

25 4. I requested, and received, from each Citibank designated recipient
26 written proposals regarding the manner in which the recipient plans to use its share
27 of the Cy Pres Fund. I understand that copies of these proposals have been submitted
28 to the Court.

1 5. No officer, director or employee of Citibank or its affiliates will receive
2 any direct benefit as a result of a contribution to these charitable organizations other
3 than as a member of the general public.

4 6. In addition, to the extent Citibank or any affiliates have contributed to
5 any of the recipients in the past and/or are scheduled to make future contributions,
6 none of the funds available as part of the Cy Pres Fund are being distributed in lieu
7 of any other committed or scheduled donations.

8 7. In addition, I understand that Plaintiff has designated the following as
9 potential recipients of the Cy Pres Fund: (1) National Endowment for Financial
10 Education; (2) Junior Achievement of So. Cal.; (3) Junior Achievement of No. Cal.;
11 (4) Council for Economic Education’s Economics America Program; and (5)
12 California Jumpstart Coalition (collectively, the “Plaintiff’s Designees”). No officer,
13 director or employee of Citibank or its affiliates will receive any direct benefit as a
14 result of a contribution to the Plaintiff’s Designees other than as a member of the
15 general public.

16 8. In addition, to the extent Citibank or any affiliates have contributed to
17 any of the Plaintiff's Designees in the past and/or are scheduled to make future
18 contributions, none of the funds available as part of the Cy Pres Fund are being
19 distributed in lieu of any other committed or scheduled donations.

20 I declare under penalty of perjury under the laws of the United States that the
21 foregoing is true and correct.

22 || Executed this 15th day of December, 2010 in Jacksonville, Florida

Deborah L. Thompson